

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
JOANN INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 25-10068 (CTG)
	)	
Debtors.	)	(Jointly Administered)
	)	Obj. Deadline: July 17, 2025 at 4:00 p.m. (ET)

**SUMMARY OF THIRD MONTHLY FEE APPLICATION OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL  
LLP, ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
THE PERIOD FROM APRIL 1, 2025 THROUGH AND INCLUDING APRIL 30, 2025**

Name of Applicant:	<u>Kirkland &amp; Ellis LLP</u> <u>Kirkland &amp; Ellis International LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>March 4, 2025 effective as of January 15, 2025</u>
Period for which compensation and reimbursement is sought:	April 1, 2025 through April 30, 2025
Amount of Compensation sought as actual, reasonable and necessary:	\$526,592.40 (80 percent of \$658,240.50)
Amount of Expense reimbursement sought as Actual, reasonable, and necessary:	\$7,097.85
This is a(n) <u>  X  </u> monthly <u>      </u> interim <u>      </u> final application	

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors' mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

**Summary of Hours by Professional Billed From  
April 1, 2025 through April 30, 2025**

<b>Professional Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Olivia Acuna	Associate	Restructuring	2021	\$1,465.00	49.60	\$72,664.00
Nick Anderson	Associate	Restructuring	2023	\$1,065.00	7.40	\$7,881.00
Lindsey Blumenthal	Associate	Restructuring	2018	\$1,525.00	23.30	\$35,532.50
Henry Caldwell	Associate	Litigation - General	2018	\$1,445.00	0.50	\$722.50
Devon N. Chenelle	Associate	Restructuring	2023	\$880.00	1.70	\$1,496.00
Kaitlan Donahue	Associate	Restructuring	2024	\$880.00	3.70	\$3,256.00
Fredrica George	Associate	Restructuring	2024	\$1,065.00	45.80	\$48,777.00
Alex Ingoglia	Associate	Litigation - General	2021	\$1,345.00	2.70	\$3,631.50
Liz Ji	Associate	Taxation	2021	\$1,395.00	5.10	\$7,114.50
Alec Klimowicz	Associate	Restructuring	2024	\$880.00	146.30	\$128,744.00
Colleen E. Mayer	Associate	ECEB - General	2024	\$880.00	2.40	\$2,112.00
Kelly Meyer	Associate	Restructuring	2023	\$1,065.00	42.10	\$44,836.50
Joshua Raphael	Associate	Restructuring	2023	\$1,195.00	18.50	\$22,107.50
Maayan Sachs	Associate	ECEB – Labor/Employment	2022	\$1,195.00	0.50	\$597.50
Nick Stratman	Associate	Restructuring	2023	\$1,065.00	25.30	\$26,944.50
Matt Truedson	Associate	Corporate – Debt Finance	2023	\$1,195.00	3.30	\$3,943.50
Matt Waldrep	Associate	Restructuring	2021	\$1,195.00	113.20	\$135,274.00
Andrew Zhang	Associate	Taxation	2024	925	3.30	\$3,052.50
James Ziembra	Associate	Restructuring	2025	\$880.00	0.6	\$528.00
Christie M. Alcala	Partner	ECEB - Labor/Employment	2010	\$2,045.00	0.5	\$1,022.50
Susan D. Golden	Partner	Restructuring	1988	\$1,795.00	9.80	\$17,591.00
Jeff Michalik	Partner	Restructuring	2017	\$1,735.00	20.30	\$35,220.50

<b>Professional Name</b>	<b>Position</b>	<b>Department</b>	<b>Date of Admission</b>	<b>Hourly Billing Rate In this Application</b>	<b>Hours Billed In this Application</b>	<b>Fees Billed In this Application</b>
Peter Ott	Partner	Corporate - Debt Finance	2019	\$1,725.00	1.30	\$2,242.50
Anup Sathy, P.C.	Partner	Restructuring	1995	\$2,595.00	6.30	\$16,348.50
Anthony Vincenzo Sexton, P.C.	Partner	Taxation	2011	\$2,075.00	0.20	\$415.00
Josh Sussberg, P.C.	Partner	Restructuring	2004	\$2,595.00	0.20	\$519.00
Andy Veit, P.C.	Partner	Corporate – Debt Finance	2010	\$2,175.00	1.00	\$2,175.00
Nicholas Warther	Partner	Taxation	2017	\$1,825.00	2.90	\$5292.5
Michael C. Whalen	Partner	Litigation - General	2015	\$1,525.00	2.50	\$3,812.50
Aparna Yenamandra, P.C.	Partner	Restructuring	2013	\$1,995.00	11.00	\$21,945.00
Christian Mancino	Junior Paralegal	Restructuring	N/A	\$395.00	4.40	\$1,738.00
Julia F. Burnson	Paralegal	Restructuring	N/A	\$685.00	0.20	\$137.00
Rob Soneson	Paralegal	Technology & IP Transactions	N/A	\$685.00	0.50	\$342.50
Ken Lee	Support Staff	Litigation & Practice Tech	N/A	\$560.00	0.40	\$224.00
<b>Total</b>					<b>556.80</b>	<b>\$658,240.50</b>

**Compensation By Project Category**  
**From April 1, 2025 through April 30, 2025**

<b>Matter Number</b>	<b>Project Category Description</b>	<b>Total Hours</b>	<b>Total Fees</b>
4	Corporate & Governance Matters	7.80	\$12,235.50
5	Disclosure Statement / Plan / Confirmation	349.30	\$395,226.00
6	Cash Collateral	20.00	\$25,209.00
8	Automatic Stay Issues	5.20	\$7,061.00
9	Asset Sales / Section 363 / Use, Sale, & Disposition of Property	6.50	\$9,547.50
10	Executory Contracts & Unexpired Leases	39.50	\$49,023.00
11	Business Operations	2.70	\$3,643.50
12	Claims Administration	6.20	\$8,084.00
14	Creditor and Stakeholder Communications	0.1	\$259.50
18	Utilities	8.50	\$9,337.50
19	Tax Matters	9.80	\$12,252.00
20	Case Administration	4.10	\$3,603.50
21	Retention – K&E	52.10	\$67,122.50
22	Retention – Non K&E	9.90	\$12,438.50
23	Vendor Matters	16.90	\$21,119.50
24	Litigation	12.70	\$15,485.50
26	Creditors' Committee Matters	1.30	\$1,634.50
27	Employee and Labor Matters	4.20	\$4,958.00
28	Expenses	N/A	\$7,097.85
<b>Total</b>		<b>556.80</b>	<b>\$665,338.35</b>

**Expense Summary**

<b>Expense</b>	<b>Unit Cost (if applicable)</b>	<b>Amount</b>
Local Transportation		(\$161.97)
Computer Database Research - Soft		\$23.70
Computer Database Research		\$338.00
Overtime Meals - Attorney		\$43.65
LexisNexis Research		\$966.94
Color Copies or Prints		\$34.65
Standard Copies or Prints	\$0.10	\$0.60
Filing Fees		\$3,245.00
Third Party Telephone Charges		\$42.42
Overtime Transportation		\$544.19
Westlaw Research		\$2,020.67
<b>Total</b>		<b>\$7,097.85</b>

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	)	Chapter 11
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Debtors.	)	(Jointly Administered)
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**THIRD MONTHLY FEE APPLICATION OF  
KIRKLAND & ELLIS LLP AND KIRKLAND & ELLIS INTERNATIONAL LLP,  
ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION, FOR  
THE PERIOD FROM APRIL 1, 2025 THROUGH AND INCLUDING APRIL 30, 2025**

Pursuant to sections 327, 330, and 331 of title 11 of the United States Code, (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP and Kirkland & Ellis International LLP as Attorneys for the Debtors and Debtors in Possession Effective as of March 1, 2025*, entered March 4, 2025 [Docket No. 545] (the “Retention Order”), the *Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals and (II) Granting Related Relief*, entered March 4, 2025 [Docket No. 552] (the “Interim Compensation Order”), and the Local Rules for the United States Bankruptcy Court District of Delaware (the “Local Rules”), the law firm of Kirkland & Ellis LLP and Kirkland & Ellis International LLP (together, “K&E”), counsel for the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$526,592.40

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: JOANN Inc. (5540); Needle Holdings LLC (3814); Jo-Ann Stores, LLC (0629); Creative Tech Solutions LLC (6734); Creativebug, LLC (3208); WeaveUp, Inc. (5633); JAS Aviation, LLC (9570); joann.com, LLC (1594); JOANN Ditto Holdings Inc. (9652); Dittopatterns LLC (0452); JOANN Holdings 1, LLC (9030); JOANN Holdings 2, LLC (6408); and Jo-Ann Stores Support Center, Inc. (5027). The Debtors’ mailing address is 5555 Darrow Road, Hudson, Ohio 44236.

(80% of \$658,240.50) for the reasonable and necessary legal services K&E rendered to the Debtors from April 1, 2025 through April 30, 2025 (the “Fee Period”); and (ii) reimbursement for the actual and necessary expenses that K&E incurred, in the amount of \$7,097.85 during the Fee Period.

### **Itemization of Services Rendered and Disbursements Incurred**

1. In support of this Monthly Fee Statement, attached are the following exhibits:
  - **Exhibit A** is a schedule of the number of hours expended and fees incurred (on an aggregate basis) by K&E partners, associates, and paraprofessionals during the Fee Period with respect to each of the subject matter categories K&E established in accordance with its internal billing procedures. As reflected in **Exhibit A**, K&E incurred \$658,240.50 in fees during the Fee Period. Pursuant to this Monthly Fee Statement, K&E seeks reimbursement for 80% of such fees (\$526,592.40 in the aggregate).
  - **Exhibit B** is a schedule providing certain information regarding the K&E attorneys and paraprofessionals for whose work on these chapter 11 cases compensation is sought in this Monthly Fee Statement. Attorneys and paraprofessionals of K&E have expended a total of 556.80 hours in connection with these chapter 11 cases during the Fee Period.
  - **Exhibit C** is a schedule for the Fee Period, setting forth the total amount of reimbursement sought with respect to each category of expenses for which K&E is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for K&E’s out-of-pocket expenses.
  - **Exhibit D** consists of K&E’s records of fees and expenses incurred during the Fee Period in the rendition of the professional services to the Debtors and their estates.<sup>2</sup>

### **Representations**

2. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. K&E reserves the right to

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<sup>2</sup> K&E has negotiated a discounted rate for Westlaw computer-assisted legal research. Computer-assisted legal research is used whenever the researcher determines that using Westlaw is more cost effective than using traditional (non-computer assisted legal research) techniques.

make further application to the United States Bankruptcy Court for the District of Delaware for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

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WHEREFORE, K&E requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$533,690.25 consisting of (a) \$526,592.40, which is 80% of the fees incurred by the Debtors for reasonable and necessary professional services rendered by K&E; and (b) \$7,097.85 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: June 26, 2025  
Wilmington, Delaware

*/s/ Patrick J. Reilley*

**COLE SCHOTZ P.C.**

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